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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <u>et al.</u> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
-----X	:	

**SECOND SUPPLEMENTAL DECLARATION OF
PATRICK J. TROSTLE IN CONNECTION WITH
EXAMINER'S APPLICATION TO RETAIN JENNER & BLOCK LLP**

I, Patrick J. Trostle, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a partner of Jenner & Block LLP ("Jenner & Block" or the "Firm"), a law firm with offices in Chicago, Illinois; New York, New York; Washington, D.C.; and Los Angeles, California. I am currently resident in the Firm's New York office. I am duly authorized to make this Declaration (the "Second Supplemental Declaration") on behalf of Jenner & Block. Except as otherwise indicated, the facts set forth in this Second Supplemental

Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

2. I submit this Second Supplemental Declaration in connection with the Application of the Examiner for Order Authorizing the Retention and Employment of Jenner & Block as His Counsel *Nunc Pro Tunc* as of January 19, 2009 (the "Application"), which was filed on January 23, 2009 [Docket No. 2627] in the above-captioned Chapter 11 cases (the "Chapter 11 Cases") of Lehman Brothers Holdings, Inc. and its affiliated debtors (collectively, the "Debtors")¹ and made pursuant to 11 U.S.C. §§ 105(a) and 327 and the Court's Order Directing Appointment of an Examiner Pursuant to Section 1104(c)(2) of the Bankruptcy Code, entered January 16, 2009 (the "Examiner Order"). In support of the Application, I filed an initial declaration (the "Initial Declaration"), dated January 23, 2009, disclosing connections with certain identified persons and entities. On February 11, 2009, the Court entered an order granting the Application [Docket No. 2803]. On May 28, 2009, I filed a supplemental declaration (the "Supplemental Declaration") disclosing additional connections with certain of the originally identified parties and supplemental identified parties [Docket No. 3676].

3. Subsequent to the filing of the Application, the Initial Declaration, and the Supplemental Declaration, Jenner & Block has continued to monitor new client matters at the firm and whether such new matters have any connections with any of the previously identified

¹In addition to LBHI, the following entities are debtors in the Chapter 11 Cases: LB 745 LLC; PAMI Statler Arms LLC; Lehman Brothers Commodity Services Inc.; Lehman Brothers Special Financing Inc.; Lehman Brothers OTC Derivatives Inc.; Lehman Brothers Derivative Products Inc.; Lehman Commercial Paper Inc.; Lehman Brothers Commercial Corporation; Lehman Brothers Financial Products Inc.; Lehman Scottish Finance L.P.; CES Aviation LLC; CES Aviation V LLC; CES Aviation IX LLC; East Dover Limited; Luxembourg Residential Properties Loan Finance S.a.r.l.; BNC Mortgage LLC; Structured Asset Securities Corporation; LB Rose Ranch LLC; and LB 2080 Kalakaua Owners LLC.

parties. Jenner & Block also has conducted searches to determine whether Jenner & Block and its partners, attorneys, or counsel have any connections with persons and entities that subsequently have been identified, as potential parties in interest in the Chapter 11 Cases, by counsel to the Debtors and/or Official Committee of Unsecured Creditors (the “Creditors’ Committee”) in their supplemental affidavits that have been filed with the Bankruptcy Court over the past several months (such persons and entities, the “Supplemental Identified Parties”). The list of Supplemental Identified Parties is attached hereto as Exhibit 1.

Jenner & Block’s Disinterestedness and Supplemental Disclosure of Connections

4. In preparing this Second Supplemental Declaration, and in order to ascertain Jenner & Block’s “connections,” as that term is used in Bankruptcy Rule 2014 with the Supplemental Identified Parties and to update any new “connections” with previously identified parties, I caused a set of procedures developed by Jenner & Block to be used to ensure full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and any local rules of the Court regarding the retention of professionals under the Bankruptcy Code (the “Firm Disclosure Procedures”). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify Jenner & Block’s connections to the Supplemental Identified Parties and to update any new connections with previously identified parties, which new connections have arisen from recent new client representations undertaken by Jenner & Block:

- a. Jenner & Block entered the names of the Supplemental Identified Parties into a computer database containing the names of all clients and conflict information concerning such clients of Jenner & Block. Through the information generated from this computer inquiry, an inquiry distributed via electronic mail to all attorneys, and follow-up inquiries with Jenner & Block attorneys, it was determined that Jenner & Block represents no party adverse to the Debtors or the Debtors’ estates with respect to matters for which Jenner & Block has been retained, except as identified in the Initial Declaration, the Supplemental Declaration, or herein. None of

Jenner & Block's representations constitute a conflict with Jenner & Block's representation of the Examiner or will likely create a conflict in the future.

- b. For recent new client representations, Jenner & Block entered the new client names into the firm's computer database containing the names of all previously identified parties and the Supplemental Identified Parties. Through information generated from this computer-inquiry and through follow-up inquiries with Jenner & Block attorneys, it was confirmed that Jenner & Block's representation of the new client would not conflict with Jenner & Block's representation of the Examiner in these Chapter 11 Cases and will not likely create a conflict in the future.

5. Based upon the results of the Firm Disclosure Procedures, I respectfully represent that Jenner & Block, its partners, attorneys, or counsel do not have any connections with any of Supplemental Identified Parties or previously identified parties, and do not have any interest materially adverse to the interests of the estates of any of the Debtors, or any class of creditors or equity security holders of any of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, any of the Debtors, or for any other reason, except as set forth in the Initial Declaration, the Supplemental Declaration, and herein.

6. As previously disclosed in the Initial Declaration and the Supplemental Declaration, Jenner & Block's, its partners, attorneys, and counsel have represented in the past, may currently represent, and/or may in the future represent, creditors of the Debtors and various other parties-in-interest in these Chapter 11 Cases with respect to matters which are completely unrelated to the Debtors and their affiliates. Jenner & Block's, its partners', attorneys', and counsels' supplemental disclosure of connections with these creditors and other parties-in-interest are described below.

Party in Interest	Relationship with Jenner²	Relationship with Debtors
ABN Ambro Holding N.V.	Former client affiliate on unrelated matters	Potential party in interest
Accredited Home Lenders, Inc.	Former client on unrelated matter	Potential party in interest
Advanced Micro Devices, Inc.	Client on unrelated matter	Potential party in interest
AEP (American Electric Power Company)	Client on unrelated matter	Potential party in interest
AES Hawaii, LLC	Client affiliate on unrelated matters	Potential party in interest
Allegheny Energy	Former client on unrelated matters	Potential party in interest
Alliant Energy	Former client on unrelated matter	Potential party in interest
Allied Waste Industries, Inc.	Former client on unrelated matter	Potential party in interest
Allison Transmission	Former co-client/client affiliate on unrelated matters	Potential party in interest
Apollo Management	Client affiliate on unrelated matter	Potential party in interest
Assurant	Employee is a current client on unrelated matter	Potential Party in Interest
Audio Visual Services Corp.	Former client on unrelated matter	Potential party in interest
BAE Systems North American, Inc./BAE Systems Platform Solutions/BAE Systems	Client on unrelated matters	Potential party in interest
BAE Systems Technology Solutions & Services	Co-client on unrelated matters	Potential party in interest
Block Financial Corp.	Former client affiliate on unrelated matter	Potential party in interest

² A “current client” is an entity for which there are active matters on which Jenner & Block is engaged, and a “former client” is an entity for which there were no active matters as of the date of this Second Supplemental Declaration, but there may in the future be active matters.

Party in Interest	Relationship with Jenner²	Relationship with Debtors
Burger King	Client on unrelated matter	Potential party in interest
Calpine Corp	Former client on unrelated matter	Potential party in interest
Cavalier Telephone, LLC	Client on unrelated matters	Potential party in interest
CBS Broadcasting, Inc.	Former client affiliate on unrelated matters	Potential party in interest
CBS Corporation	Client on unrelated matters	Potential party in interest
CDW Corporation	Former client on unrelated matters	Potential party in interest
Centurytel	Client on unrelated matters	Potential party in interest
Consolidated Edison Company of New York	Client on unrelated matter	Potential party in interest
Continental Group	Client on unrelated matters	Potential party in interest
Covanta Energy Corp.	Client on unrelated matters	Potential party in interest
Credit Agricole Asset Management	Former client on unrelated matter	Potential party in interest
Creditors Committee for Keystone Consolidated Industries Inc.	Former client on unrelated matters	Potential party in interest
CSX Corp.	Client affiliate on unrelated matters	Potential party in interest
Delphi	Former client/client affiliate on unrelated matters	Potential party in interest
Delphi Automotive Systems Pension Trust	Client affiliate on unrelated matter	Potential party in interest
Delphi Energy and Engine Management Systems	Client affiliate on unrelated matters	Potential party in interest
Disney-CBS-NBC-Viacom	Client on unrelated matters	Potential party in interest
Dresser Ind./Worthington Corp.	Client on unrelated matters	Potential party in interest
Duke Corp. Education	Client affiliate on unrelated matter	Potential party in interest

Party in Interest	Relationship with Jenner²	Relationship with Debtors
E.R.P. Operating, LP	Former client on unrelated matters	Potential party in interest
Eaton	Client on unrelated matter	Potential party in interest
EBay	Client on unrelated matter	Potential party in interest
El Paso Energy Corp.	Client on unrelated matters	Potential party in interest
First Data Corp.	Client on unrelated matters	Potential party in interest
Fresenius Medical Care Holdings, Inc.	Co-client on unrelated matter	Potential party in interest
Genentech, Inc.	Former client/ client affiliate on unrelated matters	Potential party in interest
GenWorth Financial, Inc.	Client on unrelated matters	Potential party in interest
H&R Block Financial Advisors, Inc.	Client affiliate on unrelated matters	Potential party in interest
Harrah's Entertainment	Client on unrelated matters	Potential party in interest
Hertz Corp.	Client on unrelated matters	Potential party in interest
Host Hotels and Resorts	Former client on unrelated matters	Potential party in interest
Household International, Inc.	Client affiliate on unrelated matters	Potential party in interest
Intel Corporation	Former client on unrelated matter	Potential party in interest
Iron Mountain, LLC	Former client affiliate on unrelated matter	Potential party in interest
Land America Financial	Client on unrelated matter	Potential party in interest
LaSalle Bank National Association	Former client on unrelated matters	Potential party in interest
Liberty Mutual Holding Co., Inc.	Former client affiliate on unrelated matter	Potential party in interest
MacQuarie Securities, Inc.	Former co-client on unrelated matter	Potential party in interest
Madison Dearborn Partners	Client on unrelated matter	Potential party in interest

Party in Interest	Relationship with Jenner²	Relationship with Debtors
Marathon Oil Co.	Co-client on unrelated matter	Potential party in interest
Marriott Ownership Resorts, Inc.	Client affiliate on unrelated matters	Potential party in interest
Nokia Siemens Networks	Former client on unrelated matter	Potential party in interest
Northwest Airlines Section 1114 Committee	Client on unrelated matters	Potential party in interest
Omnicare of Northern Illinois	Client affiliate on unrelated matters	Potential party in interest
Owens & Minor, Inc.	Client on unrelated matter	Potential party in interest
Pentwater Capital Management	Client on unrelated matters	Potential party in interest
Pemex Project Funding Master Trust	Former client affiliate on unrelated matter	Potential party in interest
PepsiAmericas Inc.	Former client on unrelated matter	Potential party in interest
PepsiCo Inc.	Client/Client affiliate on unrelated matters	Potential party in interest
Philips Electronics North America Corp.	Co-client on unrelated matter	Potential party in interest
Piper Jaffray Companies	Former client on unrelated matter	Potential party in interest
Prodigy Communications, Inc.	Co-client on unrelated matter	Potential party in interest
Royal Bank of Canada	Client affiliate on unrelated matter	Potential party in interest
San Francisco Employees Retirement Systems	Client affiliate on unrelated matter	Potential party in interest
Sears Holding Corp., D/B/A K MART Corp.	Co-client on unrelated matters	Potential party in interest
Sears Roebuck & Co	Client on unrelated matters	Potential party in interest
Swiss Reinsurance Corp.	Former client on unrelated matters	Potential party in interest
The AES Corp.	Client on unrelated matters	Potential party in interest

Party in Interest	Relationship with Jenner²	Relationship with Debtors
The Keystone Group	Former client on unrelated matter	Potential party in interest
United of Omaha Life Insurance Co.	Co-client on unrelated matters	Potential party in interest
Univision Communications, Inc.	Former client on unrelated matters	Potential party in interest
Xerox Corp.	Client on unrelated matters	Potential party in interest
Zurich Capital Markets	Former client on unrelated matter	Potential party in interest
Zurich Life	Co-client on unrelated matter	Potential party in interest

7. In addition to the foregoing, the following entities (including their respective subsidiaries and affiliates), which have been identified as parties-in-interest, accounted for more than 1% of the firm's gross revenues for the year ending December 31, 2008: (i) Wolters Kluwer US Corporation and (ii) American Airlines. Neither of these entities accounted for more than 5% of the firm's gross revenues for the year ending December 31, 2008. Moreover, the matters with respect to which we represent such entities are unrelated to matters likely to fall within the scope of the Examiner's investigation, and will not present any conflict of interest or appearance of partiality.

8. As previously disclosed in the Initial Declaration, Jenner & Block represented General Motors Corporation. This representation included various litigation and transactional matters unrelated to these Chapter 11 Cases and unrelated to anything fairly contemplated to be within the subject matter and scope of the Examiner's Investigation. On June 1, 2009, General Motors Corporation filed a Chapter 11 bankruptcy petition in the Bankruptcy Court for the Southern District of New York. Pursuant to Court authorization, Jenner & Block serves as special counsel to the debtors in those proceedings.

9. On July 10, 2009, debtor General Motors Corporation completed a sale of substantially all of its assets to General Motors Company, and, in turn, changed its name to Motors Liquidation Corp. On October 16, 2009, General Motors Company changed its name to General Motors LLC. Jenner & Block represents General Motors LLC in connection with the restructuring of certain equipment leases, general corporate and securities law advice, certain real estate matters, certain litigation matters, and other matters specifically requested by General Motors LLC from time to time.

10. Also, on April 29, 2009, the Examiner filed a motion to retain certain contract attorneys for purposes of document review. The motion was approved by the Bankruptcy Court on May 15, 2009 [Docket No. 3577]. In connection with the motion, contract attorney Margaret McDermott submitted a declaration of disinterestedness indicating that she was not connected to any of the Identified Parties. Subsequent to that declaration, the employer of Margaret McDermott's husband became part of Neuberger Berman LLC. Accordingly, Jenner & Block discloses herein that a contract attorney's spouse is now employed by Neuberger Berman LLC.

11. As was the case in the Initial Declaration and the Supplemental Declaration, none of the matters for which Jenner & Block represents any of the above-mentioned parties are or were related to the Debtors' chapter 11 bankruptcy. In addition, as previously stated in the Initial Declaration and the Supplemental Declaration, Jenner & Block will not represent any client other than the Examiner in any matter in the Chapter 11 Cases.

12. Pursuant to Bankruptcy Rule 2014, Jenner & Block will provide the Court with any supplemental information regarding Jenner & Block's connections with the Debtors or other parties-in-interest as any such information becomes available.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 6th day of November, 2009, at New York, New York.

/s/ Patrick J. Trostle
Patrick J. Trostle